

**LAW OFFICES OF  
LOUIS E. GITOMER**

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September 30, 2009

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 19008-F FILED

SEP 30 '09 -4 58 PM

Dear Acting Secretary Quinlan:

**SURFACE TRANSPORTATION BOARD**

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lease Termination, a secondary document, dated as of September 30, 2009. The primary document to which this is connected is recorded under Recordation No. 19008. We request that the copy of this document be recorded under Recordation No. 19008-F.

The names and addresses of the parties to the Instrument of Lease Termination are:

Lessor:

GATX/NLC Rail Partners

GATX Third Aircraft Corporation  
Four Embarcadero Center  
San Francisco, CA 94111

Banc of America Leasing & Capital, LLC (successor-in-interest to NationsBanc  
Leasing Corporation of North Carolina)  
100 Tryon Street  
Charlotte, NC 28202

Lessee:

BNSF Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

Honorable Anne K. Quinlan  
September 30, 2009  
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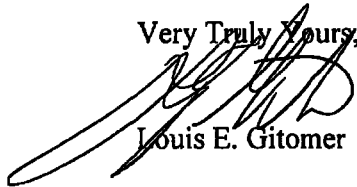
A description of the equipment covered by the Instrument of Lease Termination consists of 1,000 covered hopper cars numbered BN 469500-469999, inclusive, and 471000-471499, inclusive.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: an Instrument of Lease Termination between the GATX/NLC Rail Partners consisting of GATX Third Aircraft Corporation, Four Embarcadero Center, San Francisco, CA 94111, and Banc of America Leasing & Capital, LLC (successor-in-interest to NationsBanc Leasing Corporation of North Carolina), 100 Tryon Street, Charlotte, NC 28202, and BNSF Railway Company, 2650 Lou Menk Drive, Fort Worth, TX 76131, covering 1,000 covered hopper cars numbered BN 469500-469999, inclusive, and 471000-471499, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 19008-B  
FILED

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INSTRUMENT OF LEASE TERMINATION (the "INSTRUMENT") is dated September 30, 2009; between GATX/NLC Rail Partners ("GATX/NLC"), as lessor, and BNSF Railway Company (successor-in-interest to Burlington Northern Railroad Company) ("BNSF"), as lessee.

WITNESSETH

WHEREAS, a Memorandum of Lease of Railroad Equipment dated as of September 27, 1994 (the "Lease") among GATX/NLC, as lessor, BNSF, as lessee, and BN Leasing Corporation, as seller, was recorded at the Interstate Commerce Commission on September 30, 1994 under Recordation Number 19008-B for 1,000 covered hopper cars numbered BN 469500-469999, inclusive, and 471000-471499, inclusive (the "Equipment");

WHEREAS, GATX/NLC and BNSF desire to execute this INSTRUMENT to terminate the Lease and to evidence for the public record such termination and the satisfaction and release of all of the obligations of BNSF and rights of GATX/NLC to the Equipment under the Lease, except those obligations and rights that survive termination of the Lease;

NOW, THEREFORE, in consideration of the premises

GATX/NLC and BNSF do hereby terminate the Lease and acknowledge and confirm for the public record such termination and the satisfaction and release of all rights and obligations arising under the Lease with respect to the Equipment, except those obligations and rights that survive termination of the Lease.

This INSTRUMENT may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one INSTRUMENT.

IN WITNESS WHEREOF, GATX/NLC and BNSF have executed or caused this INSTRUMENT to be executed as of the date first above written

GATX/NLC Rail Partners,  
as lessor

GATX Third Aircraft Corporation

By: \_\_\_\_\_  
Title \_\_\_\_\_

Banc of America Leasing & Capital, LLC

By: *[Signature]*  
Title: Vice President

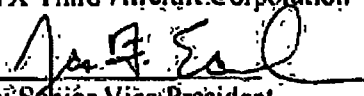
BNSF Railway Company,  
as lessee

By: \_\_\_\_\_  
Title \_\_\_\_\_

IN WITNESS WHEREOF, GATX/NLC and BNSF have executed or caused this INSTRUMENT to be executed as of the date first above written.

GATX/NLC Rail Partners,  
as lessor

GATX Third Aircraft Corporation

By:   
Title: Senior Vice President

Banc of America Leasing & Capital, LLC

By: \_\_\_\_\_  
Title: \_\_\_\_\_

BNSF Railway Company,  
as lessee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, GATX/NLC and BNSF have executed or caused this INSTRUMENT to be executed as of the date first above written.

GATX/NLC Rail Partners,  
as lessor

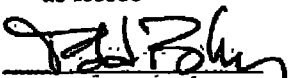
GATX Third Aircraft Corporation

By: \_\_\_\_\_  
Title: \_\_\_\_\_

Banc of America Leasing & Capital, LLC

By: \_\_\_\_\_  
Title: \_\_\_\_\_

BNSF Railway Company,  
as lessee

By:   
Title: DIRECTOR - FINANCE

STATE OF TEXAS

COUNTY OF TARRANT

On this 30<sup>th</sup> day of September 2009, before me, a notary public, personally appeared Todd Bailey to me personally known, who being by me duly sworn, says that he is the Director Finance of BNSF Railway Company, that said instrument was executed on September 30, 2009 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Loralee M. Surin

Notary Public

My Commission Expires



STATE OF ILLINOIS

COUNTY OF COOK

)  
) ss:  
)

On September 30, 2009 before me, Cheryl A. Shaw, Notary Public, personally appeared James F. Earl, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Illinois that the foregoing paragraph is true and correct.

Witness my hand and official seal



Notary Public

My Commission Expires: 9/26/2012

(Seal)





## ACKNOWLEDGMENT

State of California

County of SAN FRANCISCO

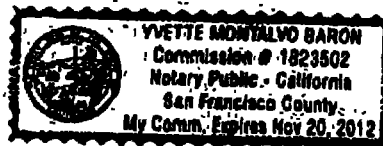
On 9-29-09 before me, YVETTE MONTALVO BARON  
(insert name and title of the officer)

personally appeared ANITA GANFAGNOLI  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing  
paragraph is true and correct

WITNESS my hand and official seal

Signature *Yvette Montalvo Baron* (Seal)



STATE OF TEXAS                    )  
  )ss:  
COUNTY OF \_\_\_\_\_ )

On this \_\_ day of September 2009, before me, a notary public, personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of BNSF Railway Company, that said instrument was executed on September \_\_, 2009 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

(Seal)

\_\_\_\_\_  
Notary Public  
My Commission Expires